



PUBLIC NOTICE

Federal Communications Commission
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Washington, D.C. 20554

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DA 22-1101
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DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF US SIGNAL COMPANY, L.L.C. TO TRAFFIC MIDCO, LLC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 22-351

Comments Due: November 1, 2022
Reply Comment Due: November 8, 2022

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by US Signal Company, L.L.C. (US Signal) and Traffic Midco, LLC (Traffic Midco) (together, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting consent to transfer control of US Signal to Traffic Midco.¹

US Signal, a Michigan limited liability company, provides competitive telecommunications services to business and enterprise customers and is certified to offer service in Florida, Illinois, Indiana, Iowa, Kentucky, Michigan, Massachusetts, Missouri, Minnesota, New York, Ohio, Pennsylvania, Tennessee, West Virginia, and Wisconsin.

Traffic Midco is a Delaware limited liability company formed for the purposes of this transaction and does not provide telecommunications services. It is an indirect wholly-owned subsidiary of Global Diversified Infrastructure Fund (North America) LP (GDIF North America), a Delaware limited partnership and investment entity. The general partner of GDIF North America with a 100% voting interest is First Sentier Investors (US) Infrastructure GP LLC (GDIF GP), a Delaware limited liability company. GDIF GP is a wholly-owned subsidiary of First Sentier Investors (US) LLC (FSI), a Delaware entity. FSI's ultimate parent company is Mitsubishi UFJ Financial Group, Inc. (MUFG), a publicly traded Japanese company.² Applicants state that neither

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. On October 13, 2022, Applicants filed an amended application replacing an application filed on September 29, 2022. Letter from Katherine Baker Marshall, Counsel to US Signal Company, L.L.C., and Angela E. Giancarlo, Counsel to Traffic Midco, LLC, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 22-351 (filed Oct. 13, 2022) (summarizing the modifications to the original application); Amended Application of US Signal Company, L.L.C. and Traffic Midco, LLC, WC Docket No. 22-351 (filed Oct. 13, 2022) (Application). Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

² Applicants state that, post-consummation, various limited partners will hold all the economic interest in GDIF North America with no single limited partner holding a 10% or greater economic interest. They state that pursuant to an Investment Management Agreement, the entity responsible for day-to-day decision-making

Traffic Midco, nor any entity holding an interest in Traffic Midco, currently holds a 10% or greater interest in any provider of domestic telecommunications services.

Pursuant to the terms of the proposed transaction, Traffic Midco will acquire all the issued and outstanding membership interests of US Signal.

Applicants request streamlined treatment of the proposed transaction under the Commission's rules and assert that a grant of the application would serve the public interest, convenience, and necessity. We accept the application for streamlined filing under section 63.03(b)(1)(ii) of the Commission's rules.³

No Referral to Executive Branch Agencies: The Commission determined in the *Executive Branch Review Process Order* that it would not routinely refer to the Executive Branch "standalone applications to transfer control of domestic section 214 authority."⁴ The Commission, however, retains the discretion to refer such applications should it find that a particular application may raise national security, law enforcement, foreign policy, and trade policy concerns for which it would benefit from the advice of the Executive Branch.⁵ Applicants assert that the Application involves the transfer of control of carriers that hold only domestic section 214 authority and that consistent with the decision in the *Executive Branch Review Process Order*, the Commission should not refer it to the Executive Branch Agencies.⁶ We are exercising our discretion and are not referring the Application to the Executive Branch Agencies. We do not find any special circumstances that warrant referral of this Application to the Executive Branch agencies. While we are not referring the Application or Petition, we will provide a courtesy copy of this public notice to the Executive Branch agencies.

Domestic Section 214 Application Filed for the Transfer of Control of
US Signal Company, L.L.C to Traffic Midco, LLC, WC Docket No. 22-351
(filed Sept. 29, 2022).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before November 1, 2022**, and reply comments **on or before November 8, 2022**. Pursuant to section 63.52 of the Commission's rules, 47 CFR § 63.52, commenters must serve a copy of comments on

of GDIF North America is First Sentier Infrastructure Managers (International) Limited (Managers International), a Cayman Islands entity. MUFG is also the ultimate parent company of Managers International. Applicants state that the Master Trust Bank of Japan, Ltd., a Japanese entity, holds 15.89% of MUFG.

³ 47 CFR § 63.03(b)(1)(ii).

⁴ *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927, 10936, paras. 25, 30 (2020) (*Executive Branch Review Process Order*).

⁵ *Id.*

⁶ Application at 10.

the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Myrva Charles, Competition Policy Division, Wireline Competition Bureau, myrva.charles@fcc.gov;
- 2) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov; or
- 3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

People with Disabilities: We ask that requests for accommodations be made as soon as possible in order to allow the agency to satisfy such requests whenever possible. Send an email to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at (202) 418-0530.

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the application in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.⁷ A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Gregory Kwan at (202) 418-1191.

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⁷ See 47 CFR § 1.45(c).